

DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 450-6501
Donald S. Bernstein (DB 6681)
Karin S. Day (KD 5039)
Brian M. Resnick (BR 4687)

Counsel to JPMorgan Chase Bank, N.A.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re: :
: **Chapter 11 Case No.**
:
DELPHI CORP., et al., :
: **05-44481 (RDD)**
:
: **(Jointly Administered)**
Debtors. :
----- X

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Andrea J. Gildea, being duly sworn, deposes and says:

1. I am not a party to this action, I am over eighteen years of age and
I am employed by the law firm of Davis Polk & Wardwell, 450 Lexington Avenue, New
York, New York 10017.

2. That on the 20th day of March, 2009, I caused a true and correct
copy of *JPMorgan Chase Bank, N.A.'s Response and Limited Objection to the Debtors'*

Motion for Order Under 11 U.S.C. § 363 and Fed. R. Bankr. P. 6004 Authorizing and Approving Option Exercise Agreement with General Motors Corporation to be filed and served via the Electronic Court Filing system.

3. I further declare that on the 20th day of March, 2009, I caused copies of the above-referenced pleading to be served upon the parties identified in Exhibit A hereto in the manner indicated therein.

Dated: New York, New York
March 22, 2009

/s/ Andrea J. Gildea
Andrea J. Gildea

Sworn to before me this
22nd day of March, 2009.

/s/ Jean M. Doherty
Jean M. Doherty
Notary Public, State of New York
No. 24-4797952
Qualified in Kings County
Cert. Filed in New York County
Commission Expires Aug. 31, 2009

Exhibit A

VIA HAND DELIVERY

Honorable Robert D. Drain
United States Bankruptcy Judge
United States Bankruptcy Court
for the Southern District of New York
One Bowling Green
New York, New York 10004

VIA FED-EX

Brian S. Masumoto
Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004

VIA FIRST CLASS MAIL

Bruce Simon Cohen Weiss & Simon 330 W 42nd St New York, NY 10036	Paul W. Anderson Flextronics International USA, Inc. 2090 Fortune Drive San Jose, CA 95131
Steven J Reisman Curtis Mallet-Prevost Colt & Mosle LLP 101 Park Ave New York, NY 10178-0061	Dykema Gossett PLLC Brendan G. Best, Esq. 39577 Woodward Ave, Suite 300 Bloomfield Hills, MI 48304
Sean Corcoran Karen Craft Delphi Corporation 5725 Delphi Dr Troy, MI 48098	Michael Nefkens Electronic Data Systems Corp Bldg. 500 Renaissance Center, Rm. 20A Detroit, MI 48243
Carrie L. Schiff Flextronics International 305 Interlocken Parkway Broomfield, CO 80021	Richard Lee Chambers III Freescale Semiconductor Inc 6501 William Cannon Dr West Md Oe16 Austin, TX 78735
Randall S Eisenberg FTI Consulting Inc 3 Times Square 11th Fl New York, NY 10036	Valerie Venable c/o GE Plastics 9930 Kincey Avenue Huntersville, NC 28078

Frank L. Gorman, Esq. Robert B. Weiss, Esq. Honigman Miller Schwartz and Cohn LLP 2290 First National Building 660 Woodward Avenue Detroit, MI 48226-3583	Lonie A Hassel Groom Law Group 1701 Pennsylvania Ave Nw Washington, DC 20006
Stephen H Gross Hodgson Russ LLP 1540 Broadway 24th Fl New York, NY 10036	Internal Revenue Service Attn: Insolvency Department, Mario Valerio 290 Broadway, 5th Floor New York NY 10007
Attn: Insolvency Department Internal Revenue Service 477 Michigan Ave Mail Stop 15 Detroit, MI 48226	Conference Board Chairman IUE-CWA 2360 W Dorothy Ln Ste 201 Dayton, OH 45439
Bill Derrough Jefferies & Company Inc 520 Madison Ave 12th Fl New York, NY 10022	WL Ross & Co., LLC 1166 Avenue of the Americas New York, NY 10036 Attn: Stephen Toy
Thomas Moers Mayer Gordon Z. Novod Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036	Patrick J. Healy Daniel R. Fisher Law Debenture Trust of New York 400 Madison Avenue, 4th Floor New York, NY 10017
Pickrel-Shaeffer & Ebeling Sarah B. Carter, Esq. 2700 Kettering Tower Dayton, OH 45423	Sheryl Betance Kurtzman Carson Consultants 2335 Alaska Avenue El Segundo, CA 90245
David D. Cleary Mohsin N. Khambati Jason J. DeJonker Peter A. Clark McDermott Will & Emery LLP 227 West Monroe Street Suite 5400 Chicago, IL 60606	Meyer, Suozzi, English & Klein, P.C. 990 Stewart Avenue, Suite 300 P.O. Box 9194 Garden City, NY 11530-9194
Joseph T Moldovan Esq Morrison Cohen LLP 909 Third Ave New York, NY 10022	Office of New York State Attorney General Andrew M. Cuomo 120 Broadway New York City, NY 10271

<p>Tom A Jerman Rachel Janger O'Melveny & Meyer LLP 1625 Eye St Nw Washington, DC 20006</p>	<p>Robert Siegel O'Melveny & Meyer LLP 400 South Hope St Los Angeles, CA 90071</p>
<p>Jeffrey Cohen Pension Benefit Guaranty Corporation 1200 K Street Nw Ste 340 Washington, DC 20005</p>	<p>Ralph L Landy Pension Benefit Guaranty Corporation 1200 K Street Nw Ste 340 Washington, DC 20005-4026</p>
<p>Sandra A Riemer Phillips Nizer LLP 666 Fifth Ave New York, NY 10103</p>	<p>David L Resnick Rothschild Inc 1251 Ave Of The Americas New York, NY 10020</p>
<p>Harvey R. Miller, Esq. Michael P. Kessler, Esq. Martin J. Bienenstock, Esq. Jeffrey L. Tanenbaum, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153</p>	<p>Robert W Dremluck Seyfarth Shaw LLP 620 Eighth Avenue New York, NY 10018-1405</p>
<p>Douglas Bartner Jill Frizzley Shearman & Sterling LLP 599 Lexington Ave New York, NY 10022</p>	<p>Kenneth S Ziman Robert H Trust William T Russell Jr Simpson Thatcher & Bartlett LLP 425 Lexington Ave New York, NY 10017</p>
<p>John Wm Butler John K Lyons Ron E Meisler Skadden Arps Slate Meagher & Flom LLP 333 W Wacker Dr Ste 2100 Chicago, IL 60606</p>	<p>Kayalyn A Marafioti Thomas J Matz Skadden Arps Slate Meagher & Flom LLP 4 Times Square New York, NY 10036</p>
<p>Chester B Salomon Constantine D Pourakis Stevens & Lee PC 485 Madison Ave 20th Fl New York, NY 10022</p>	<p>Albert Togut Togut Segal & Segal LLP One Penn Plaza Ste 3335 New York, NY 10119</p>

Alicia M Leonhard United States Trustee 33 Whitehall St 21st Fl New York, NY 10004-2112	Fried, Frank, Harris, Shriver & Jacobson One New York Plaza New York, NY 10004 Attn: Brad Eric Scheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski
Steven M Cimalore Wilmington Trust Company Rodney Square North 1100 North Market St Wilmington, DE 19890	Brown Rudnick Berlack Israels LLP Robert J. Stark Seven Times Square New York, NY 10036
J. Brian McTigue Cornish F. Hitchcock McTigue Law Firm 5301 Wisconsin Ave. N.W. Suite 350 Washington, DC 20015	Mark Schonfeld, Regional Director Northeast Regional Office 3 World Financial Center Room 4300 New York, NY 10281
Daniel D. Doyle Nicholas Franke Spencer Fane Britt & Browne LLP 1 North Brentwood Boulevard Tenth Floor St. Louis, MO 63105	Warner Stevens LLP Michael D. Warner 1700 City Center Tower, II 301 Commerce Street Fort Worth Texas, 76102
Tyco Electronics Corporation MaryAnn Brereton 60 Columbia Road Morristown, NJ 07960	Gregory A. Bray, Esq. Thomas R. Kreller, Esq. James E. Till, Esq. Milbank, Tweed Hadley & McCloy LLP 601 South Figueroa Street, 30th Floor Los Angeles, CA 90017
John V. Gorman Professional Technologies Services P.O. Box #304 Frankenmuth, MI 48734	Jason, Inc. 411 E. Wisconsin Avenue Suite 2120 Milwaukee, WI 53202 Attn: Beth Klimczak General Counsel
Miami-Dade County Tax Collector Metro-Dade Paralegal Unit 140 West Flagler Street Suite 1403 Miami, FL 33130	Dykema Gossett PLLC Gregory J. Jordan 10 Wacker Suite 2300 Chicago, IL 60606

Latham & Watkins 885 Third Ave. New York, NY 10022-4802 Attn: Robert J. Rosenberg	
--	--

VIA EMAIL

aaronsona@pepperlaw.com
abrilliant@goodwinproctor.com
adalberto@canadas.com
aee@hurwitzfine.com
aenglund@orrick.com
agbanknewyork@ag.tn.gov
agottfried@morganlewis.com
akatz@entergy.com
alan.mills@btlaw.com
amalone@colwinlaw.com
amathews@robinsonlaw.com
amccollough@mcguirewoods.com
amcmullen@bccb.com
amoog@hhlaw.com
andrew.kassner@dbr.com
anne.kennelly@hp.com
aordubegian@weineisen.com
arosenberg@paulweiss.com
asherman@sillscummis.com
aswiech@akebono-usa.com
attorneysstella@sszpc.com
austin.bankruptcy@publicans.com
axs@maddinhauser.com
ayala.hassell@eds.com
bankrupt@modl.com
pwcarey@modl.com
bankruptcy@goodwin.com
barnold@whdlaw.com
bbeckworth@nixlawfirm.com
bellis-monro@sgrlaw.com
Ben.Caughey@icemiller.com
bharwood@sheehan.com
bhoover@goldbergsegalla.com
bkessinger@akebono-usa.com
bmcdonough@teamtogut.com
bmehlsack@gkllaw.com
bnathan@lowenstein.com
bsmoore@pbnlaw.com
cahn@clm.com
cahope@chapter13macon.com
carol.weiner.levy@srz.com
carol_sowa@denso-diam.com
carren.shulman@hellerehrman.com
caseyl@pepperlaw.com
cbattaglia@halperinlaw.net
ahalperin@halperinlaw.net
jdyas@halperinlaw.net
cbelmonte@ssbb.com
cdruehl@goodwinproctor.com
cfortgang@silverpointcapital.com
cgalloway@atsautomation.com

charles@filardi-law.com
chill@bsk.com
ckm@greensfelder.com
jpb@greensfelder.com
Cohen.Mitchell@arentfox.com
craig.freeman@alston.com
cs@stevenslee.com
cp@stevenslee.com
csullivan@bsk.com
dadler@mccarter.com
dallas.bankruptcy@publicans.com
david.aaronson@dbr.com
david.boyle@airgas.com
david.lemke@wallerlaw.com
davidpmartin@erisacase.com
davidpmartin@bellsouth.net
dbaty@honigman.com
dconnolly@alston.com
dwender@alston.com
dcrapo@gibbonslaw.com
ddavis@paulweiss.com
ddeutsch@chadbourne.com
ddragich@foley.com
ddraper@terra-law.com
ddunn@akingump.com
dgheiman@jonesday.com
diconzam@gtlaw.com
dladdin@agg.com
dludman@brownconnery.com
dmdelphi@duanemorris.com
dpm@curtinheefner.com
dquaid@tcfhlaw.com
drosenzweig@fulbright.com
dwdykhouse@pbwt.com
dweiner@schaferandweiner.com
EAKleinhaus@wlrk.com
ecdolan@hhlaw.com
echarlton@hiscockbarclay.com
efox@kln.com
egc@lydenlaw.com
egeekie@schiffhardin.com
eglas@mccarter.com
ekutchin@kutchinrufo.com
elazarou@reedsmith.com
elizabeth.flaagan@hro.com
Elliott@cmplaw.com
emccollm@paulweiss.com
emevers@mrrlaw.net
enrique.bujidos@es.pwc.com
ephillips@thurman-phillips.com
eray@balch.com
ewaters@sheppardmullin.com
ferrell@taftlaw.com
ffm@bostonbusinesslaw.com
fholden@orrick.com
fstevens@foxrothschild.com
ftrikkers@rikkerslaw.com
fusco@milleranfield.com
fyates@sonnenschein.com
gdiconza@dlawpc.com
george.caughen@nelsonmullins.com
gerdekomarek@bellsouth.net

gettelman@e-hlaw.com
ggetto@kellerrohrback.com
gkurtz@ny.whitecase.com
guzzi@whitecase.com
dbaumstein@ny.whitecase.com
gogimalik@andrewskurth.com
gpeters@weltman.com
gravert@mwe.com
greenj@millercanfield.com
greg.bibbes@infineon.com
growsb@wnj.com
gsantella@masudafunai.com
gschwend@loeb.com
gtoering@wnj.com
hannah@blbglaw.com
hborin@schaferandweiner.com
heather@inplaytechnologies.com
heyens@gtlaw.com
Hirsh.Robert@arentfox.com
hkolko@msek.com
hleinwand@aol.com
holly@regencap.com
housnerp@michigan.gov
houston_bankruptcy@publicans.com
hwangr@michigan.gov
hzamboni@underbergkessler.com
idizengoff@akingump.com
ilevee@lowenstein.com
ira.herman@tklaw.com
jaffeh@pepperlaw.com
james.bentley@srz.com
jangelovich@nixlawfirm.com
janice.grubin@dbr.com
japplebaum@clarkhill.com
javanzato@apslaw.com
jay.hurst@oag.state.tx.us
jay.selanders@kutakrock.com
jbernstein@mdmc-law.com
jcrotty@rieckcrotty.com
jdonahue@miheritage.com
jeannine.damico@cwt.com
Jeff.Ott@molex.com
jeffery.gillispie@infineon.com
jeisenhofer@gelaw.com
jengland@linear.com
jforstot@tpw.com
jgtougas@mayerbrown.com
jguerrier@dreierllp.com
jguy@orrick.com
jh@previant.com
mgr@previant.com
jharris@quarles.com
jhearn@paulweiss.com
jhlemkin@duanemorris.com
jkp@qad.com
jkreher@hodgsonruss.com
jlanden@madisoncap.com
jlapinsky@republicengineered.com
jlevi@toddlevi.com
jmanheimer@pierceatwood.com
jmbaumann@steeltechnologies.com
jmoennich@wickenslaw.com

jmsullivan@mwe.com
jmurch@foley.com
joel_gross@aporter.com
john.brannon@tklaw.com
john.gregg@btlaw.com
john.persiani@dinslaw.com
john.sieger@kattenlaw.com
jonathan.greenberg@BASF.COM
jorenstein@aoblaw.com
jposta@sternslaw.com
jspecf@sternslaw.com
jrhunter@hunterschank.com
jrobertson@calfee.com
JRS@Parmenterlaw.com
jsalmas@mccarthy.ca
lsalzman@mccarthy.ca
jshickich@riddellwilliams.com
jsimon@foley.com
jsmairo@pbnlaw.com
jstempel@kirkland.com
jtaylor@binghamchale.com
wmosby@binghamchale.com
jtaylor@binghamchale.com
wmosby@binghamchale.com
judith.elkin@haynesboone.com
jvitale@cwsny.com
bceccotti@cwsny.com
jwilson@tylercooper.com
jwisler@cblh.com
jzackin@sillscummis.com
karen.dine@pillsburylaw.com
kcookson@keglerbrown.com
kcunningham@pierceatwood.com
ken.higman@hp.com
khansen@stroock.com
khopkins@milesstockbridge.com
kim.robinson@bfkn.com
klaw@bbslaw.com
kmayhew@pepehazard.com
kmiller@skfdelaware.com
Knathan@nathanneuman.com
knorthup@kutchinrufo.com
knye@quarles.com
krosen@lowenstein.com
kwalsh@lordbissell.com
lawallf@pepperlaw.com
lawtoll@comcast.net
lberkoff@moritthock.com
lcurcio@tpw.com
lekvall@wglp.com
lenard.parkins@haynesboone.com
kenric.kattner@haynesboone.com
lgretchko@howardandhoward.com
lisa.moore2@nationalcity.com
lloyd.sarakin@am.sony.com
lmagarik@kjmlabor.com
lmcryan@hwmklaw.com
lmurphy@honigman.Com
lnewman@fagelhaber.com
lpeterson@msek.com
lsarko@kellerrohrback.com
clauenberg@kellerrohrback.com

eriley@kellerrohrback.com
lschwab@bbslaw.com
madison.cashman@stites.com
maofiling@cgsh.com
maofiling@cgsh.com
marc.hirschfeld@ropesgray.com
margot.erlich@pillsburylaw.com
mark.houle@pillsburylaw.com
mark.owens@btlaw.com
massimiliano_cini@brembo.it
mbusenkell@eckertseamans.com
mcorrea@jonesday.com
mcruise@wnj.com
mdallago@morrisoncohen.com
mdebbeler@graydon.com
metkin@lowenstein.com
mfarquhar@winstead.com
mreger@allenmatkins.com
mhall@burr.com
miag@michigan.gov
miag@michigan.gov
michael.cook@srz.com
michael.mccrory@btlaw.com
michaelz@orbotech.com
miller@taftlaw.com
mkilgore@UP.com
mkohayer@aol.com
mlee@contrariancapital.com
jstanton@contrariancapital.com
wraine@contrariancapital.com
solax@contrariancapital.com
mmachen@sonnenschein.com
mmassad@hunton.com
mmeyers@mlg-pc.com
mmoody@okmlaw.com
mparker@fulbright.com
mrichards@blankrome.com
mrichman@foley.com
mrr@previant.com
mscott@riemerlaw.com
mseidl@pszjlaw.com
mshaiken@stinsonmoheck.com
msternstein@sheppardmullin.com
msutter@ag.state.oh.us
mtf@afrcf.com
mtrentadue@boselaw.com
cdelatorre@boselaw.com
murph@berrymoorman.com
mviscount@foxrothschild.com
mwarner@warnerstevens.com
mwinthrop@winthropcouchot.com
myarnoff@sbclasslaw.com
mzelmanovitz@morganlewis.com
nhp4@cornell.edu
niizeki.tetsuhiro@furukawa.co.jp
pbaisier@seyfarth.com
pbarr@jaffelaw.com
pbilowz@goulstonstорrs.com
pbosswick@ssbb.com
pcostello@bbslaw.com
pgurfein@akingump.com
pjanovsky@zeklaw.com

pjbenvenuti@jonesday.com
pjricotta@mintz.com
pricotta@mintz.com
pmears@btlaw.com
Pretekin@coollaw.com
prubin@herrick.com
raterinkd@michigan.gov
rbeacher@daypitney.com
cchiu@daypitney.com
rcharles@lrlaw.com
rdremluk@seyfarth.com
resterkin@morganlewis.com
Rfeinstein@pszjlaw.com
Ischarf@pszjlaw.com
RGMason@wlrk.com
rgordon@clarkhill.com
rgriffin@iuoe.org
rheilman@schaferandweiner.com
rhett.campbell@tklaw.com
richard.epling@pillsburylaw.com
richard.kremen@dlapiper.com
rjclark@hancocklaw.com
rjones@bccb.com
rjp@pbandg.com
rjsidman@vssp.com
rkidd@srcm-law.com
rlp@quarles.com
rmcdowell@bodmanllp.com
rmeth@daypitney.com
rnsteinwurtzel@swidlaw.com
robert.goodrich@stites.com
robert.morris@timken.com
robert.welhoelter@wallerlaw.com
robin.spear@pillsburylaw.com
rpeterson@jenner.com
rrichards@sonnenschein.com
rrosenbaum@mrrlaw.net
rsmolev@kayescholer.com
rsz@curtinheefner.com
rthibeaux@shergarner.com
rthibeaux@shergarner.com
rtrack@msn.com
rurbanik@munsch.com
jwielebinski@munsch.com
drukavina@munsch.com
rusadi@cahill.com
rweisberg@carsonfischer.com
rwyron@orrick.com
sagolden@hhlaw.com
sandy@nlsg.com
sarah.morrison@doj.ca.gov
sarbt@millerjohnson.com
wolfordr@millerjohnson.com
scargill@lowenstein.com
schristianson@buchalter.com
sdabney@kslaw.com
sdeeby@clarkhill.com
sdonato@bsk.com
sdrucker@honigman.com
sean@blbglaw.com
sfreeman@lrlaw.com
sgross@hodgsonruss.com

sgross@hodgsonruss.com
shandler@mwe.com
mquinn@mwe.com
shandler@sbclasslaw.com
shapiro@steinbergshapiro.com
sharon.petrosino@hp.com
sholmes@hunton.com
sjennik@kjmlabor.com
sjfriedman@jonesday.com
sjohnston@cov.com
skrause@zeklaw.com
smcook@lambertleser.com
sokeefe@winthropcouchot.com
sopincar@mcdonaldhopkins.com
spaethlaw@phslaw.com
sriley@mcdonaldhopkins.com
srosen@cb-shea.com
sselbst@mwe.com
sshimshak@paulweiss.com
steven.keyes@aam.com
susanwhatley@nixlawfirm.com
swalsh@chglaw.com
tbrink@lordbissell.com
tch@previant.com
tcohen@sheppardmullin.com
tdonovan@finkgold.com
tgaa@bbslaw.com
tguerriero@us.tiauto.com
timothy.mehok@hellerehrman.com
tkennedy@kjmlabor.com
tlauria@whitecase.com
featon@miami.whitecase.com
tmaxson@cohenlaw.com
tmcfadden@lordbissell.com
tom@beemanlawoffice.com
tomschank@hunterschank.com
tracy.richardson@dol.lps.state.nj.us
trenda@milesstockbridge.com
tsable@honigman.com
tscobb@vssp.com
tslome@rsmllp.com
twardle@sheppardmullin.com
vdagostino@lowenstein.com
vhamilton@sillscummis.com
skimmelman@sillscummis.com
vmastromar@aol.com
wallace@blbglaw.com
wbeard@stites.com
loucourtsum@stites.com
wendy.brewer@btlaw.com
whanlon@seyfarth.com
whawkins@loeb.com
william.barrett@bfkn.com
wmsimkulak@duanemorris.com
wsavino@damonmorey.com
bruzinsky@jw.com
dkillen@jw.com
hforrest@jw.com
rbaskin@tblawllp.com
ipachulski@stutman.com
jdavidson@stutman.com